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BALTIC AMERICAN SOCIETY

INCORPORATED

Certificate of Incorporation and By-Laws

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BALTIC AMERICAN SOCIETY

INCORPORATED

A society organized by the American friends of Lithuania, Latvia and Esthonia—dedicated to create and maintain between the peoples of these Baltic Republics and the people of the United States a lasting friendship based upon recognition of their common democratic ideals, upon mutual understanding of their national achievements and aspirations and upon co-operative effort to develop international trade.

OFFICERS FOR 1922

Honorary Presidents

HON. VOLDEMAR CARNECKIS, Representative of Lithuania
HON. CHARLES L. SEYA, Representative of Latvia
MR. HANS LEOKE, Acting Consul for Esthonia

President, ROBERT J. CALDWELL
Vice-President, STEPHEN P. DUGGAN
Secretary, ALFRED C. BOSSOM
Treasurer, GEORGE GORDON BATTLE
Executive Director, MATILDA SPENCE

EXECUTIVE COMMITTEE

Hamilton Holt, *Chairman*
Harold H. Bender
Julius J. Bielskis
Robert J. Caldwell
Rev. Conrad Klemmer
Arthur B. Lule
James G. McDonald
Matilda Spence

DIRECTORS

The Executive Committee
and

Jean H. Caldwell
Hon. Walter Chandler
Dr. John Eiman
John H. Finley
William C. Grace
Rev. Jonas Jakaitis
Sen. Wm. H. King
Rowland B. Mahany
George Foster Peabody
Arthur Ruhl
Dr. Peter Speek
Wm. J. Schieffelin
P. S. Villmont
Ernest Wollrath

FINANCIAL NOTE

This Society is supported entirely by contributions and membership dues.

CERTIFICATE OF INCORPORATION
OF
BALTIC AMERICAN SOCIETY
INCORPORATED

WE, the undersigned, all being persons of full age and at least two-thirds citizens of the United States and at least one a resident of the State of New York, desiring to form a corporation pursuant to Section 40 of the Membership Corporation Law, do hereby make, execute and acknowledge this certificate as follows:

FIRST: The name of the proposed corporation is to be

"BALTIC AMERICAN SOCIETY, INC."

SECOND: The particular objects for which the corporation is to be created are as follows:

(a) To develop a firm friendship between the peoples of the Baltic Republics—Lithuanians, Latvians and Esthonians—and the people of the United States of America;

(b) To spread knowledge of the cultural development and aspirations of the Baltic peoples in the United States of America;

(c) To promote mutual economic, commercial and educational ties between the respective countries;

(d) To collect funds, by means of voluntary subscriptions, dues, contributions, entertainments, or any other means permitted by the membership Corporations Law and forward or transmit such funds to the States named in this instrument and for the furtherance of the purposes herein set forth;

(e) To establish and maintain a general committee with headquarters in New York, which committee shall have charge of the collection of funds for the purposes enumerated in this charter.

THIRD: The territory in which the operations of this corporation are to be principally conducted is the City of New York, in the State of New York, United States, Canada, Lithuania, Latvia and Esthonia, and the principal office is to be located in the Borough of Manhattan, City of New York, State of New York.

FOURTH: The number of Directors is to be twenty-two, subject to any change not inconsistent with the Membership Corporations Law.

FIFTH: The names and Post Office Addresses of the persons to act as its Directors until the First Annual Meeting are as follows:

NAMES	POST OFFICE ADDRESSES
Harold H. Bender,	Princeton University, Princeton, N. J.
George Gordon Battle,	38 Wall Street, New York City.
Julius J. Bielskis,	Lithuanian Consulate, 38 Park Row, New York City.
Jean H. Caldwell,	85 Riverside Drive, New York City.
Robert J. Caldwell,	15 Park Row, New York City.
Hon. Walter Chandler,	U. S. Congress, Washington, D. C.
Stephen P. Duggan,	419 West 117th Street, New York City.
Dr. John Eiman,	39th & Filbert Street, Philadelphia, Pa.
John H. Finley,	New York Times, Times Square, New York City.
William C. Grace,	21 West 43rd Street, New York City.
Hamilton Holt,	160 West 73rd Street, New York City.
Rev. Jonas Jakaitis,	41 Providence Street, Worcester, Mass.
Hans Leoke,	Esthonian Consulate, 38 Park Row, New York City.
Rev. Conrad Klemmer,	Bogota, New Jersey.
Arthur B. Lule,	Latvian Consulate, 38 Park Row, New York City.
Rowland B. Mahany,	Bond Building, Washington, D. C.
James G. McDonald,	3 West 29th Street, New York City.
Wm. J. Schieffelin,	170 William Street, New York City.
Dr. Peter Speek,	Congressional Library, Washington, D. C.
Matilda Spence,	15 Park Row, New York City.
P. S. Villmont,	100 Fifth Avenue, New York City.
Ernest Wollrath,	139 Beaver Street, Waltham, Mass.

SIXTH: The time for holding the Annual Meeting of the Corporation shall be the second Tuesday in May in each year.

In Witness Whereof we have made and signed this certificate and have hereunto set our hands and seals the 29th day of July, 1922.

GEORGE GORDON BATTLE
JULIUS J. BIELSKIS
ROBERT J. CALDWELL
JOHN H. FINLEY
WILLIAM C. GRACE
HANS LEOKE
ARTHUR B. LULE
JAMES G. McDONALD
MATILDA SPENCE

UNITED STATES OF AMERICA,
STATE OF NEW YORK,
COUNTY OF NEW YORK,
ss.:

On this 29th day of July, 1922, before me personally appeared Matilda Spence, Julius J. Bielskis, Arthur B. Lule, Hans Leoke, James G. McDonald, George Gordon Battle, Robert J. Caldwell, John H. Finley, William C. Grace, personally known and known to me to be the individuals described herein, and who executed the foregoing instrument and they severally duly acknowledged to me that they executed the same for the uses and purposes therein mentioned.

HENRY E. WACKER
Notary Public.

New York County Clerk's No. 418
New York County Register's No. 8408
Commission expires March 30, 1928

BY-LAWS OF
BALTIC AMERICAN SOCIETY

INCORPORATED

ARTICLE I.

Objects.

The objects of the Society shall be as set forth in the Certificate of Incorporation.

ARTICLE II.

Members and Dues.

Section 1. Membership in the Society shall consist of the following classes and the various classes of members shall pay dues as follows:

(a) Honorary members, who shall pay no dues.

(b) Founders, who shall be the persons executing the Certificate of Incorporation.

(c) Patrons, who shall pay the sum of $500 upon their election to membership and shall thereafter be exempt from the payment of all dues.

(d) Life members, who shall pay $100 on their election to membership and shall thereafter be exempt from all payment of dues.

(e) Associate members who shall pay dues of $25 per year.

(f) Annual members, who shall pay dues of $10 per year.

(g) Contributing members, who shall pay dues of $5.00 per year.

Sec. 2. Annual members shall be entitled to vote at any meeting of the Society but shall not be eligible for election to the Board of Directors.

Sec. 3. Contributing members shall not be entitled to vote at any meeting of the Society nor shall they be eligible to election to the Board of Directors.

Sec. 4. Members shall be elected by a majority vote of the Executive Committee at any regular or special meeting of the Executive Committee.

Sec. 5. Any member may be expelled for conduct prejudicial to the best interests of the Society, by a vote of two-thirds of all the directors at any regular or special meeting of the Board, provided, however, that no member shall be expelled

unless a written copy of the charges against him shall have been mailed to him at his last known address with notice that a hearing will be had before the Board of Directors for such charges not less than two weeks after the mailing of such notice. Upon such hearing the member shall be allowed to appear in person and produce any evidence he so desires in contradiction of such charges, subject to such rules and regulations as the Board of Directors may prescribe.

ARTICLE III.

Meetings of Members.

Section 1. The annual meeting of the members of the Society shall be held on the second Tuesday in May in each year for the purpose of electing directors and transacting such other business as may properly come before the meeting. Special meetings of the members may be called at any time by the President, by the Board of Directors and the Executive Committee, or at the request of twenty-five voting members of the Society.

Sec. 2. Notice of any meeting of members shall be mailed to each member at his last known address at least two weeks before the date set for the meeting.

Sec. 3. At least one-third of the voting members shall be necessary to constitute a quorum, provided, however, that if the membership is in excess of thirty members, ten members shall be sufficient to constitute a quorum at any meeting of members.

Sec. 4. Meetings of the members shall be held at such place as the Board of Directors may describe.

ARTICLE IV.

Board of Directors and Executive Committee.

Section 1. The business and affairs of the Society shall be managed by a Board of twenty-two directors.

Sec. 2. At each annual meeting of members, twenty-two directors shall be elected to serve for a term of one year or until their successors are elected.

Sec. 3. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members. Special meetings shall be held on the call of the President or the Executive Committee or on request of at least three directors.

Sec. 4. One-third of the directors shall constitute a quorum at any meeting for the transaction of business.

Sec. 5. The Board of Directors shall in each year elect from the directors an Executive Committee to consist of seven members, of which committee the President shall be an ex officio member. All the powers of the Board of Directors when not in session shall be vested in and may be exercised by the Executive Committee. All action by the Executive Committee shall be reported to the Board of Directors at the meeting succeeding such action.

Sec. 6. Notice of any regular or special meeting of the Directors or the Executive Committee shall be given by oral, telegraphic or written notice served or sent or mailed to each member not less than two days before such meeting.

Sec. 7. The Executive Committee may appoint such committees as may be considered advisable and define the duties and functions of such committees.

ARTICLE V.

Officers.

Section 1. The Board of Directors at each annual meeting shall elect a President, one or more Vice-Presidents, a Treasurer, a Secretary, an Executive Director, and such other officers as they may consider advisable.

Sec. 2. *The President.* The President shall have general charge and supervision of the affairs of the Society and shall perform all duties usually pertaining to the office of the President, subject to the direction of the Board of Directors and the Executive Committee.

Sec. 3. *The Vice-President.* In the absence or inability to act of the President the Vice-President shall assume and perform the duties of the President. In the event of the absence or inability of the Vice-President so to act the duties of the President shall be performed by such officer as may be designated by the Board of Directors or the Executive Committee.

Sec. 4. *The Treasurer.* The Treasurer shall have the care and custody of the funds and securities of the Society and shall deposit the same under the direction of the Board of Directors or the Executive Committee. He shall keep proper books of account and shall perform the duties usually pertaining to the office of Treasurer.

Sec. 5. *The Secretary* shall be the custodian of the records and minutes of the Society and shall perform all the duties incident to the office of Secretary.

Sec. 6. *Executive Director.* The Executive Director shall have charge of the offices of the Society and shall be the active

managing agent of the Society subject to the control of the Board of Directors or the Executive Committee. The Executive Director shall receive such reasonable compensation for his services as may be determined from time to time by the Board of Directors or the Executive Committee.

ARTICLE VI.

Funds, Contracts and Appropriations.

Section 1. All funds of the Society shall be deposited in a separate account in the name of the Society and shall be withdrawn only upon checks, drafts, or orders signed by the President or Treasurer and the Executive Director, provided that a petty cash fund not exceeding $100 may be placed in the hands of the Executive Director, who shall deposit the same in a separate account in the name of the Society, subject to withdrawal by checks signed by the Executive Director for the payment of such incidental current expenses of the Society. The Executive Director shall on the first day of each month submit to the President and the Treasurer an itemized statement of all moneys received and paid out by him during the preceding month.

Sec. 2. All funds paid to or received for the Society shall be turned over to the Treasurer and deposited by him in the Society's bank account.

Sec. 3. No officers or agents of the Society shall have authority to enter into any contract, make any disbursements, or pay any debts exceeding the sum of $150 unless duly authorized by resolution of the Board of Directors or the Executive Committee.

ARTICLE VII.

Office.

The principal office of the Society shall be located in the Borough of Manhattan, City of New York. Offices may also be maintained in such other places as may be designated by the Board of Directors or the Executive Committee.

ARTICLE VIII.

Branches.

Branches of the Society in other cities may be organized by the Board of Directors.

ARTICLE IX.

Amendments.

The By-Laws of the Society may be altered, amended or repealed at any meeting of the directors or the Executive Committee or at any meeting of members at which a quorum is present by a majority vote, provided that notice of the proposed alteration, amendment or repeal shall have been given in the notice of such meeting.

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